

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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*In re* : Chapter 11  
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MOTORS LIQUIDATION COMPANY, *et. al.*, : Case No. 09-50026 (REG)  
f/k/a General Motors Corp., *et. al.*, :  
:  
Debtors. : (Jointly Administered)  
:  
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**DECLARATION OF RAMYA RAVINDRAN IN SUPPORT OF  
INTERNATIONAL UNION, UNITED AUTOMOBILE, AEROSPACE,  
AND AGRICULTURAL IMPLEMENT WORKERS OF AMERICA'S ("UAW")  
MEMORANDUM OF LAW CONCERNING JURISDICTION OVER  
MOTION OF GENERAL MOTORS LLC TO ENFORCE THE SALE ORDER**

I, Ramya Ravindran, hereby declare:

1. I am an associate at Bredhoff & Kaiser P.L.L.C. and one of the counsel of record for the UAW in the above-captioned matter. I am a member in good standing of the Bar of the District of Columbia and admitted to practice *pro hac vice* in this matter.

2. Attached as Exhibit 1 is a true and correct copy of the 2008 UAW Retiree Settlement Agreement (without exhibits) dated February 21, 2008.

3. Attached as Exhibit 2 is a true and correct copy of a letter dated October 29, 2009, from the UAW to New GM.

4. Attached as Exhibit 3 is a true and correct copy of a letter dated November 11, 2009, from New GM to the UAW.

5. Attached as Exhibit 4 is a true and correct copy of the Answer to Complaint filed by New GM on October 8, 2010, in the matter *UAW v. GM*, Case No. 10-cv-11366 (E.D. Mich.) (D.I. 5).

6. Attached as Exhibit 5 is a true and correct copy of Judge Cohn's Order Staying Proceedings, entered on November 3, 2010, in the matter *UAW v. GM*, Case No. 10-cv-11366 (E.D. Mich.) (D.I. 15).

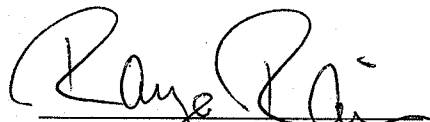
7. Attached as Exhibit 6 is a true and correct copy of the Letter Agreement re: Proposed UAW Retiree Settlement Agreement, dated May 28, 2009, between the UAW, General Motors Corporation, and the class representatives.

8. Attached as Exhibit 7 is a true and correct copy (without exhibits) of the Modified Plan of Reorganization of First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (As Modified), dated July 30, 2009.

9. Attached as Exhibit 8 is a true and correct copy of the Jury Demand filed by the UAW on October 19, 2010, in the matter *UAW v. GM*, Case No. 10-cv-11366 (E.D. Mich.) (D.I. 10).

10. Attached as Exhibit 9 is a true and correct copy of the Proof of Service of the Complaint filed by the UAW on September 21, 2010, in the matter *UAW v. GM*, Case No. 10-cv-11366 (E.D. Mich.) (D.I. 4).

I declare under penalty of perjury that the foregoing is true and correct. Executed in Washington D.C. on December 21, 2010.

  
Ramya Ravindran